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November 4, 2011

**VIA ECFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street S.W.  
Washington, DC 20554

Re: Notice of Oral *Ex Parte* Presentation  
WT Docket No. 07-293; WTB Docket No. 10-112

Dear Ms. Dortch:

Sirius XM Radio Inc. ("Sirius XM") herein provides notice, in accordance with Section 1.1206 of the Commission's Rules, 47 C.F.R. § 1.1206, that representatives from Sirius XM met with staff from the Wireless Telecommunications Bureau ("WTB") on November 2, 2011 to discuss issues associated with Sirius XM's September 7, 2011 ex parte filing the above-captioned proceedings (the "September 7 Ex Parte").

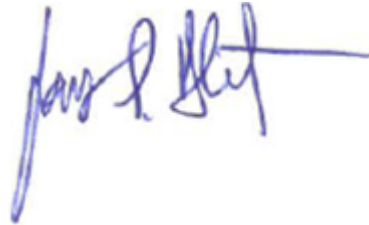
Participating in the meeting were Terrence Smith and James Blitz from Sirius XM. Participants from the WTB were John Leibovitz, Tom Peters, Roger Noel, Linda Chang, and Paul Moon.

In general, Sirius XM reiterated its positions and recommendations detailed in the September 7 Ex Parte. Sirius XM explained that further extending the dates by which WCS licensees must provide service sends the wrong message about the Commission's commitment to broadband development and the need for its licensees to strictly comply with construction deadlines. We discussed Sirius XM's desire to plan and coordinate its operations with the adjacent band licensees and the challenge of doing so when those licensees repeatedly delay developing and building systems. We reviewed the multiple buildout extensions the Commission has already granted to WCS licensees, the rationale on which the Commission based those extensions and its stated expectations of prompt construction, and how the WCS licensees have not acted consistent with those expectations. We also discussed how the Commission has already afforded WCS licensees 19 years to complete construction and that motivated licensees typically build out spectrum and provide new services in a fraction of that time. Finally, we reviewed the fixed mobile uses for WCS spectrum that are available with current technology and that would satisfy critical broadband needs. We also distributed the enclosed page – publicly available through the internet – demonstrating the efforts of the two largest WCS license holders to sell their licenses.

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Please let me know if there are any questions regarding this submission.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "James S. Blitz", with a long horizontal stroke extending to the right.

James S. Blitz  
Vice President, Regulatory Counsel  
Sirius XM Radio Inc.

Attachment

Electronic CC: FCC Meeting Participants



## 2.3 GHz WCS C and D Block Spectrum Licenses

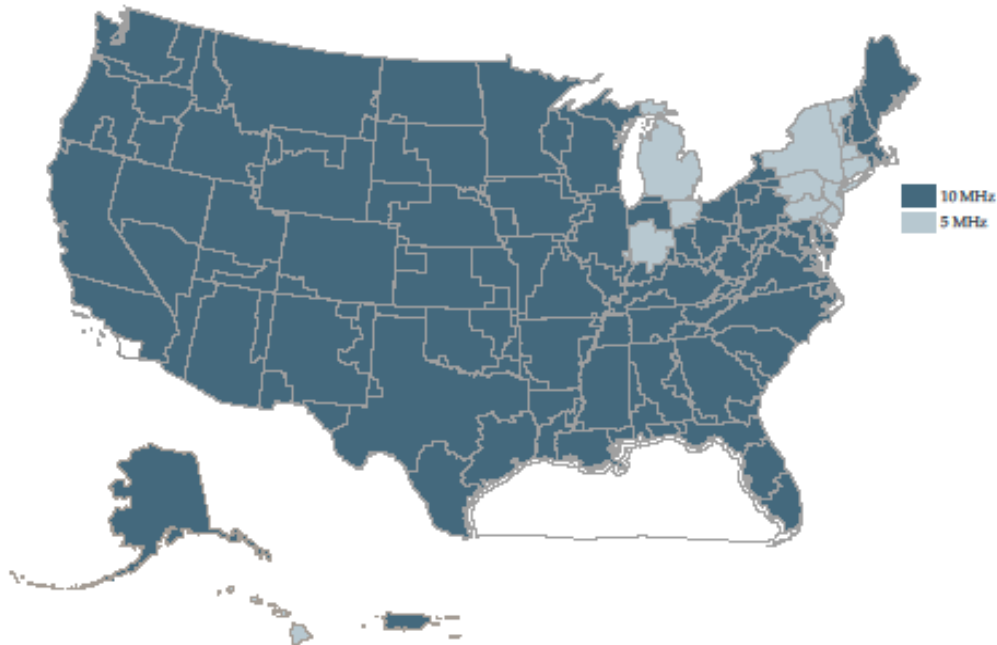
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### OVERVIEW OF OFFER TO SELL NATIONWIDE 2.3 GHZ FOOTPRINT

AT&T and NextWave are pursuing a joint sale of their 2.3 GHz Wireless Communications Service ("WCS") C and D block spectrum licenses. The joint sale comprises spectrum covering the entire U.S. population - 10 MHz covering over 80% of the U.S. population and 5 MHz covering portions of the Northeast, Michigan, Indiana and Ohio. The footprint comprises 2.8 billion MHz POPs in total (based on 2010 population data).

### MHz COVERAGE

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### SUMMARY INVESTMENT HIGHLIGHTS

- This offering represents an opportunity to purchase broadband spectrum covering the entire U.S. population;
- The 2.3 GHz band is being used globally for mobile broadband services. 4G equipment for the 2.3 GHz band is available today with a global ecosystem developing for both LTE and WiMAX;
- The C and D block WCS spectrum in the U.S. is suited for a wide range of broadband applications including Smart Grid, supplemental downlink for mobile services, fixed commercial and residential broadband, wireless backhaul and one-way broadcast-like services.

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